

EXHIBIT 3

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹)
Reorganized Debtors.) Case No. 01-01139 (KJC)
) (Jointly Administered)
)
)

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD FROM SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010**

Name of Applicant:	<u>Venable LLP ("Venable")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u>
Period for which compensation and reimbursement is sought:	<u>September 1, 2010 through September 30, 2010</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$50,304.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$2,585.69</u>

This is a x monthly interim final application.

¹ The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

This is Venable's monthly application for interim compensation of services for the interim fee period September 1, 2010 through September 30, 2010 (the "Fee Period"). The following applications were filed in the Chapter 11 cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 5, 2009	11/1/2008-6/30/2009	\$709,294.00	\$6,405.06	\$706,595.00	\$6,405.06
November 5, 2009	7/1/2009-7/31/2009	\$50,849.50	\$75,008.99	Interim approval ²	Interim approval
November 24, 2009	8/1/2009-8/31/2009	\$134,090.00	\$102,335.48	Interim approval	Interim approval
November 24, 2009	9/1/2009-9/30/2009	\$306,602.00	\$118,095.92	Interim approval	Interim approval
November 24, 2009	July-September 2009	\$491,541.50	\$295,440.39	\$491,292.50	\$295,440.39
February 26, 2010	10/1/2009-10/31/2009	\$479,238.00	\$266,326.39	Interim approval ³	Interim approval
April 16, 2010	11/1/2009-11/30/2009	\$398,519.00	\$163,488.22	Interim approval	Interim approval
April 30, 2010	12/1/2009-12/31/2009	\$305,242.96	\$108,454.93	Interim approval	Interim approval
May 3, 2010	October-December 2009	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54
May 19, 2010	1/1/2010-1/31/2010	\$271,084.25	\$97,840.12	Interim approval ⁴	Interim approval
May 19, 2010	2/1/2010-2/28/2010	\$157,136.50	\$17,784.35	Interim approval	Interim approval
May 19, 2010	3/1/2010-3/31/2010	\$7,968.00	\$640.70	Interim approval	Interim approval
May 19, 2010	January-March 2010	\$436,188.75	\$116,265.17	\$436,188.75	\$116,265.17
August 18, 2011	4/1/2010-4/30/2010	\$2,500.00	\$162.02	Interim approval	Interim approval ⁵

² The fees and expenses requested in the July through September 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

³ The fees and expenses requested in the October through December 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

⁴ The fees and expenses requested in the January through March 2010 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

⁵ The fees and expenses requested in the April and May 2011 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

August 18, 2011	5/1/2010-5/31/2010	\$9,000.00	\$3.50	Interim approval	Interim approval
August 18, 2011	April-June 2010	\$11,500.00	\$165.52	\$11,500.00	\$165.52

The Venable attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jessica H. Braun	Associate 2008	Business	\$265.00	2.7	\$715.50
Christopher S. Davidson	Associate 2008	Business	\$310.00	.2	\$62.00
Elizabeth R. Hughes	Partner 1981	Business	\$580.00	71.8	\$41,644.00
Thora A. Johnson	Partner 1996	Business	\$525.00	4.3	\$2,257.50
Monica E. Klein	Associate 2004	Business	\$320.00	3.9	\$1,248.00
Andrea I. O'Brien	Partner 1985	Business	\$560.00	1.2	\$672.00
Brian J. O'Connor	Partner 1991	Business	\$720.00	.4	\$288.00
Ronald W. Taylor	Partner 1981	Litigation	\$585.00	.2	\$117.00
John A. Wilhelm	Partner 1987	Business	\$545.00	6.8	\$3,706.00
Total for all attorneys					\$50,710.00
(Less write-off)					(\$406.00)
Total					\$50,304.00

Grand Total for Fees (before write-off)	\$50,710.00
Grand Total for Fees (after write-off)	\$50,304.00
Blended Rate (after write-off)	\$549.77

Compensation by Matter

Matter Description	Total Billed Hours	Total Fees Requested
Advice Concerning Corporate and Securities Matters (including Confidential Matters)	85.2	\$47,313.50
Advice Concerning Labor and Employment Matters	6.3	\$3,396.50
	Total	\$50,710.00
	(Less write-off)	(\$406.00)
	Total	\$50,304.00

Expense Summary

Service Description	Amount
Filing Fees	\$435.91
Legal Research/Westlaw	\$40.35
Long Distance Telephone	\$21.89
Lunch/Dinner Conference	\$688.60
Overtime Wages	\$1,275.00
Travel Expenses	\$123.94
Total of Expenses	\$2,585.69

WHEREFORE, Venable respectfully requests (a) that the fees and expenses herein be authorized and approved as administrative expenses of the Debtors' estates as requested in the Interim Application for Compensation for Services and Reimbursement of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Thirty-Eighth through Fiftieth Quarters from July 1, 2010 through September 30, 2013, filed simultaneously herewith; and (b) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware
Dated: May 1, 2014

Respectfully submitted,
VENABLE LLP

/s/ Darek S. Bushnaq
Darek S. Bushnaq
750 E. Pratt Street, Suite 900
Baltimore, Maryland 21202
(410) 244-7400

Special Counsel for the Debtors and Debtors in
Possession

Monthly Statement of Venable LLP Fee
Detail September 1, 2010 through September 30, 2010

Advice Concerning Corporate and Securities Matters (including Confidential Matters)

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
HUGHES, ELIZABETH R.	9/6/2010	0.30	580.00	174.00	TELEPHONE CONFERENCE WITH M. CONRON
HUGHES, ELIZABETH R.	9/6/2010	0.20	580.00	116.00	EMAILS REGARDING
HUGHES, ELIZABETH R.	9/7/2010	0.10	0.00	0.00	CONFERENCE WITH
HUGHES, ELIZABETH R.	9/7/2010	0.10	0.00	0.00	CONFERENCE WITH
HUGHES, ELIZABETH R.	9/7/2010	1.00	580.00	580.00	CONFERENCE CALL WITH
HUGHES, ELIZABETH R.	9/7/2010	0.20	580.00	116.00	REVIEW
HUGHES, ELIZABETH R.	9/7/2010	1.20	580.00	696.00	REVIEW MATERIALS REGARDING
KLEIN, MONICA E.	9/7/2010	3.20	320.00	1,024.00	RESEARCH REGARDING ; CONFER WITH E. HUGHES REGARDING SAME
HUGHES, ELIZABETH R.	9/8/2010	0.60	580.00	348.00	READ
HUGHES, ELIZABETH R.	9/8/2010	0.50	580.00	290.00	REVIEW
HUGHES, ELIZABETH R.	9/9/2010	2.20	580.00	1,276.00	REVIEW
HUGHES, ELIZABETH R.	9/9/2010	12.00	580.00	6,960.00	ATTEND
WILHELM, JOHN A.	9/9/2010	1.60	545.00	872.00	RESPONSES
BRAUN, JESSICA H.	9/10/2010	2.70	265.00	715.50	RESEARCH REGARDING
HUGHES, ELIZABETH R.	9/10/2010	15.00	580.00	8,700.00	ATTEND
KLEIN, MONICA E.	9/10/2010	0.70	320.00	224.00	RESEARCH REGARDING
HUGHES, ELIZABETH R.	9/11/2010	8.30	580.00	4,814.00	ATTEND ; REQUEST
WILHELM, JOHN A.	9/11/2010	2.80	545.00	1,526.00	REVIEW ; RECOMMEND AND REVIEW
HUGHES, ELIZABETH R.	9/13/2010	7.00	580.00	4,060.00	WORK ON
HUGHES, ELIZABETH R.	9/13/2010	0.20	580.00	116.00	CHECK RULE ; EMAIL REGARDING THE SAME
HUGHES, ELIZABETH R.	9/13/2010	1.30	580.00	754.00	CONFERENCE CALL REGARDING
HUGHES, ELIZABETH R.	9/13/2010	0.10	580.00	58.00	CHECK ; EMAIL REGARDING THE SAME
WILHELM, JOHN A.	9/13/2010	2.40	545.00	1,308.00	CALL WITH J. FORGACH REGARDING ; REVIEW CORRESPONDENCE REGARDING SAME; REVIEW REVISED ; DRAFT
HUGHES, ELIZABETH R.	9/14/2010	3.20	580.00	1,856.00	DRAFT
HUGHES, ELIZABETH R.	9/15/2010	1.10	580.00	638.00	REVISE AND EMAIL TO REGARDING
HUGHES, ELIZABETH R.	9/16/2010	2.40	580.00	1,392.00	REVISE
HUGHES, ELIZABETH R.	9/16/2010	0.20	580.00	116.00	EMAILS
HUGHES, ELIZABETH R.	9/20/2010	0.80	580.00	464.00	FINALIZE
HUGHES, ELIZABETH R.	9/21/2010	0.30	580.00	174.00	TELEPHONE CONFERENCE WITH
HUGHES, ELIZABETH R.	9/22/2010	0.20	580.00	116.00	REVISE
HUGHES, ELIZABETH R.	9/22/2010	2.30	580.00	1,334.00	REVIEW
HUGHES, ELIZABETH R.	9/22/2010	4.50	580.00	2,610.00	CONTINUE ; EMAILS REGARDING THE SAME
HUGHES, ELIZABETH R.	9/23/2010	0.20	580.00	116.00	REVIEW

HUGHES, ELIZABETH R.	9/23/2010	0.20	580.00	116.00	EMAIL TO
HUGHES, ELIZABETH R.	9/23/2010	1.00	580.00	580.00	CONFERENCE CALL WITH
HUGHES, ELIZABETH R.	9/23/2010	0.50	580.00	290.00	DRAFT
HUGHES, ELIZABETH R.	9/24/2010	0.60	580.00	348.00	REVIEW
HUGHES, ELIZABETH R.	9/24/2010	0.20	580.00	116.00	EMAILS REGARDING
HUGHES, ELIZABETH R.	9/24/2010	0.40	580.00	232.00	REVIEW, REVISE ; EMAILS REGARDING
HUGHES, ELIZABETH R.	9/25/2010	0.30	580.00	174.00	REVIEW EMAILS; REPLY TO EMAIL REGARDING
HUGHES, ELIZABETH R.	9/27/2010	0.30	0.00	0.00	ATTEND TO FILES REGARDING
HUGHES, ELIZABETH R.	9/27/2010	0.10	0.00	0.00	CHECK
HUGHES, ELIZABETH R.	9/27/2010	0.10	580.00	58.00	REVIEW EMAIL REGARDING
HUGHES, ELIZABETH R.	9/27/2010	0.20	580.00	116.00	EMAILS REGARDING
HUGHES, ELIZABETH R.	9/27/2010	0.20	580.00	116.00	REVIEW REVISED ; EMAIL REGARDING
HUGHES, ELIZABETH R.	9/28/2010	0.20	580.00	116.00	REVIEW ; EMAIL
HUGHES, ELIZABETH R.	9/28/2010	1.50	580.00	870.00	REVIEW
HUGHES, ELIZABETH R.	9/28/2010	0.10	580.00	58.00	REPLY TO EMAIL
HUGHES, ELIZABETH R.	9/29/2010	0.10	0.00	0.00	EMAILS TO AND FROM
HUGHES, ELIZABETH R.	9/29/2010	0.20	580.00	116.00	REVIEW CHANGES TO
HUGHES, ELIZABETH R.	9/30/2010	0.10	580.00	58.00	EMAILS TO AND FROM ; EMAIL TO
				46,907.50	

Advice Concerning Labor and Employment Matters

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
JOHNSON, THORA A.	9/1/2010	0.40	525.00	210.00	REVIEWED LIBBY PLAN
JOHNSON, THORA A.	9/2/2010	0.40	525.00	210.00	RESEARCH ON LIBBY PLAN AND HEALTH CARE REFORM
O'BRIEN, ANDREA I	9/2/2010	1.20	560.00	672.00	PRELIMINARY REVIEW OF LIBBY PLAN AND DISCUSSIONS WITH T. JOHNSON REGARDING COVERAGE UNDER ERISA, HCR AND RELATED EXEMPTIONS
JOHNSON, THORA A.	9/4/2010	0.50	525.00	262.50	REVIEW OF LIBBY PLAN FOR HEALTH CARE REFORM
JOHNSON, THORA A.	9/9/2010	1.00	525.00	525.00	ANALYSIS OF LIBBY PLAN UNDER HEALTH CARE REFORM
JOHNSON, THORA A.	9/15/2010	2.00	525.00	1,050.00	CONFERENCE WITH J. FORGACH RE: HEALTH CARE REFORM AND LIBBY PLAN; FOLLOW UP RE: THE SAME
DAVIDSON, CHRISTOPHER S.	9/28/2010	0.20	310.00	62.00	TAX RESEARCH; DISCUSSION WITH B. O'CONNOR;
O'CONNOR, BRIAN J.	9/28/2010	0.40	720.00	288.00	RESEARCH/DISCUSSION W/ JOHN FORGASH
TAYLOR, RONALD W.	9/29/2010	0.20	585.00	117.00	TELECONFERENCE WITH J. FORGACH REGARDING UNION NEGOTIATIONS ISSUE
				3,396.50	
				50,304.00	

* In the interest of billing judgment, \$406.00 was written off for the period September 1, 2010 through September 30, 2010. These fees reflect these reductions. Therefore, the fees cannot be replicated by multiplying the hours billed by the billing rate.

Monthly Statement of Venable LLP Expense Detail
September 1, 2010 through September 30, 2010

9/9/2010	FILING FEE(S)	435.91	FILING AND STATE FEES AND ANNUAL REGISTERED AGENT FEES 435.91
9/7/2010	LEGAL RESEARCH/WESTLAW	18.30	MONICA E. KLEIN
9/10/2010	LEGAL RESEARCH/WESTLAW	22.05	JESSICA H. BRAUN 40.35
9/7/2010	LONG DISTANCE TELEPHONE	0.22	LONG DISTANCE CALL MADE BY HUGHES, ELIZABETH R.
9/9/2010	LONG DISTANCE TELEPHONE	0.88	LONG DISTANCE CALL MADE BY HUGHES, ELIZABETH R.
9/9/2010	LONG DISTANCE TELEPHONE	14.85	LONG DISTANCE CALL MADE BY EXTENSION X24257
9/9/2010	LONG DISTANCE TELEPHONE	0.88	LONG DISTANCE CALL MADE BY EXTENSION X24259
9/10/2010	LONG DISTANCE TELEPHONE	3.08	LONG DISTANCE CALL MADE BY EXTENSION X24271
9/13/2010	LONG DISTANCE TELEPHONE	0.11	LONG DISTANCE CALL MADE BY HUGHES, ELIZABETH R.
9/21/2010	LONG DISTANCE TELEPHONE	1.76	LONG DISTANCE CALL MADE BY HUGHES, ELIZABETH R.
9/23/2010	LONG DISTANCE TELEPHONE	0.11	LONG DISTANCE CALL MADE BY HUGHES, ELIZABETH R. 21.89
9/17/2010	LUNCHEON/DINNER CONF	90.53	E HUGHES MEETING ORDER # 2-48275
9/17/2010	LUNCHEON/DINNER CONF	162.14	E HUGHES MEETING ORDER # 2-48293
9/17/2010	LUNCHEON/DINNER CONF	247.28	E HUGHES MEETING ORDER # 2-48309
9/21/2010	LUNCHEON/DINNER CONF	105.16	ELIZABETH HUGHES - ORDERED DINNER FOR CLIENTS WHILE WORKING
9/21/2010	LUNCHEON/DINNER CONF	83.49	ELIZABETH HUGHES - WORKING LUNCH WITH CLIENTS 688.60
9/9/2010	OVERTIME WAGES	510.00	EMPL #55980; AUTHORIZED BY HUGHES, E R; TYSONS CORNER
9/10/2010	OVERTIME WAGES	561.00	EMPL #55980; AUTHORIZED BY HUGHES, E R; TYSONS CORNER
9/13/2010	OVERTIME WAGES	204.00	EMPL #55980; AUTHORIZED BY HUGHES, E R; TYSONS CORNER 1,275.00
9/15/2010	TRAVEL EXPENSE	40.73	TAXI FARE - 9/1/10 - DC OFFICE TO TYSONS OFFICE
9/15/2010	TRAVEL EXPENSE	48.49	TAXI FARE - 9/10/10 TYSONS OFFICE TO WDC OFFICE

9/15/2010	TRAVEL EXPENSE	34.72	TAXI FARE - 9/11/10 - WDC OFFICE TO TYSONS OFFICE
		123.94	
			2,585.69